

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM399539

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	06/30/2016		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Zulama, LLC		06/30/2016	Limited Liability Company: PENNSYLVANIA
RECEIVING PARTY DATA			
Name:	Zulama, Inc.		
Street Address:	1501 Preble Avenue		
Internal Address:	4th Floor		
City:	Pittsburgh		
State/Country:	PENNSYLVANIA		
Postal Code:	15233		
Entity Type:	Corporation: PENNSYLVANIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	87027491	ZULAMA	
CORRESPONDENCE DATA			
Fax Number:	4125621041		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	412-562-1893		
Email:	vicki.cremonese@bipc.com		
Correspondent Name:	Bryan H. Opalko		
Address Line 1:	301 Grant Street		
Address Line 2:	20th Floor		
Address Line 4:	Pittsburgh, PENNSYLVANIA 15219		
NAME OF SUBMITTER:	Bryan H. Opalko		
SIGNATURE:	/Bryan H. Opalko/		
DATE SIGNED:	09/21/2016		
Total Attachments: 8			
source=ZULAMA, INC. - Statement of Merger (June 30, 2016)#page1.tif			
source=ZULAMA, INC. - Statement of Merger (June 30, 2016)#page2.tif			

OP \$40.00 87027491

source=ZULAMA, INC. - Statement of Merger (June 30, 2016)#page3.tif
source=ZULAMA, INC. - Statement of Merger (June 30, 2016)#page4.tif
source=ZULAMA, INC. - Statement of Merger (June 30, 2016)#page5.tif
source=ZULAMA, INC. - Statement of Merger (June 30, 2016)#page6.tif
source=ZULAMA, INC. - Statement of Merger (June 30, 2016)#page7.tif
source=ZULAMA, INC. - Statement of Merger (June 30, 2016)#page8.tif

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS
401 NORTH STREET, ROOM 206
P.O.BOX 8722
HARRISBURG, PA 17105-8722
WWW.CORPORATIONS.PA.GOV

Buchanan Ingersoll PC
Counter Pickup
PA


Zulama, Inc.

THE BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS IS HAPPY TO SEND YOUR FILED DOCUMENT. THE BUREAU IS HERE TO SERVE YOU AND WE WOULD LIKE TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

IF YOU HAVE ANY QUESTIONS PERTAINING TO THE BUREAU, PLEASE VISIT OUR WEBSITE AT www.dos.pa.gov/BusinessCharities OR YOU MAY CONTACT US BY TELEPHONE AT (717)787-1057. INFORMATION REGARDING BUSINESS AND UCC FILINGS CAN BE FOUND ON OUR SEARCHABLE DATABASE AT www.corporations.pa.gov/Search/CorpSearch .

ENTITY NUMBER : 6423439

PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

<input checked="" type="checkbox"/> Return document by mail to: John R. Previs, Esq. Buchanan Ingersoll & Rooney PC Name One Oxford Centre, 301 Grant Street, 20th Floor Address Pittsburgh PA 15219-1410 City State Zip Code <input type="checkbox"/> Return document by email to: _____	Statement of Merger DSCB:15-335  TCO160701JM0484
--	---

Read all instructions prior to c

Fee: \$70 plus \$40 for *each* association that is a party to the merger
The minimum amount to be submitted with this filing is \$150

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. § 335 (relating to Statement of merger), the undersigned, desiring to effect a merger, hereby states that:

A. For the surviving association:

1. The name of the surviving association is: Zulama, Inc.
2. The jurisdiction of formation of the surviving association: Pennsylvania
3. The type of association of the surviving association is (check only one):
 - Business Corporation
 - Nonprofit Corporation
 - Limited Liability Company
 - Limited Partnership
 - Limited Liability (General) Partnership
 - Limited Liability Limited Partnership
 - Business Trust
 - Professional Association
 - Other _____

2016 JUN 30 AM 9: 28

PA. DEPT. OF STATE

TRADEMARK
REEL: 005881 FRAME: 0909

4. The surviving association is a (check only one box, provide address and follow instructions for attachments):

- Domestic (Pennsylvania) filing entity already in existence on Department of State records
If applicable, attach to this Statement any amendment to its public organic record approved as part of the plan of merger.
- NEW domestic (Pennsylvania) filing entity (includes limited liability limited partnership)
Attach to this Statement the public organic record of the new entity.
- Foreign filing association or foreign limited liability partnership already registered with the Department.
If applicable, attach to this Statement any amendment to or transfer of its foreign registration approved as part of the plan of merger.
- Foreign filing association or foreign limited liability partnership simultaneously seeking registration with the Department of State
Attach to this Statement a completed form DSCB:15-412 (Foreign Registration Statement) with applicable fee and attachments.

Its current registered office address. Complete part (a) OR (b) – not both:

(a) 1501 Preble Avenue, 4th Floor Pittsburgh PA 15233 Allegheny
Number and street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

- NEW domestic (Pennsylvania) limited liability partnership or electing partnership
Attach completed DSCB:15-8201 (Statement of Registration) or DSCB:15-8701A (Statement of Election)
- Domestic association that is not a domestic filing association
Attach to this Statement tax clearance certificates.

The address, including street and number, if any, of its principal office:

Number and street City State Zip County

- Foreign association that is not, and will not, be registered with the Department of State
Attach to this Statement tax clearance certificates.

The address, including street and number, if any, of its registered or similar office, if any, required to be maintained by the law of its jurisdiction of formation; or if it is not required to maintain a registered or similar office, its principal office:

Number and street City State Zip

C. Effective date of statement of merger (check, and if appropriate complete, one of the following):

- This Statement of Merger shall be effective upon filing in the Department of State.
- This Statement of Merger shall be effective on: 06/30/2016 at 11:59 p.m. EDT.
Date (MM/DD/YYYY) Hour (if any)

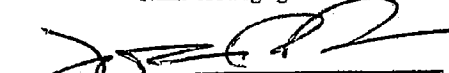
D. Approval of merger by merging associations (check all applicable statement(s)):

- For domestic entities – The merger was approved in accordance with 15 Pa.C.S. Chapter 3, Subchapter C (relating to merger).
- For foreign associations – The merger was approved in accordance with the laws of the jurisdiction of formation.
- For domestic associations that are not domestic entities – The merger was approved by the interest holders of the merging association in the manner required by its organic law.

E. Attachments (see Instructions for required and optional attachments).

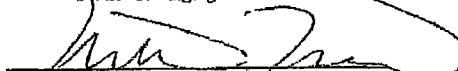
IN TESTIMONY WHEREOF, the undersigned merging associations have caused this Statement of Merger to be signed by duly authorized officers thereof this 30th day of June, 20 16.

Zulama, Inc.
Name of Merging Association


John R. Previs Signature

Sole Incorporator
Title

Zulama, LLC
Name of Merging Association


Nikki Navta Signature

Chief Executive Officer
Title

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Agreement and Plan"), dated this 30th day of June, 2016, is by and between **Zulama, LLC**, a Pennsylvania limited liability company ("Zulama, LLC"), and **Zulama, Inc.**, a Pennsylvania corporation ("Zulama, Inc.").

WITNESSETH:

WHEREAS, upon the terms and subject to the conditions set forth in this Agreement and Plan and in accordance with the Pennsylvania Business Corporation Law of 1988 of the Commonwealth of Pennsylvania (the "PBCL"), Zulama, LLC and Zulama, Inc. desire to enter into a business combination transaction pursuant to which Zulama, LLC will merge with and into Zulama, Inc. (the "Merger"); and

WHEREAS, the members and managers of Zulama, LLC and the board of directors and shareholders of Zulama, Inc. have, in light of and subject to the terms and conditions set forth herein, (i) determined that the Merger is in the best interests of Zulama, LLC and Zulama, Inc., respectively, and (ii) approved the Merger in accordance with this Agreement and Plan.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements set forth herein, the parties hereto, intending to be, legally bound hereby, agree as follows:

Section 1. The Merger. Upon the terms and subject to the conditions set forth in this Agreement and Plan, at the Effective Time (as hereinafter defined), Zulama, LLC will be merged with and into Zulama, Inc. As a result of the Merger, the separate existence of Zulama, LLC shall cease and Zulama, Inc. shall continue as the corporation surviving the Merger (the "Surviving Corporation").

Section 2. Terms and Conditions; Mode of Carrying Merger Into Effect. The terms and conditions of the Merger, and the mode of carrying the same into effect, are as follows:

- (a) Certificate of Incorporation. The Articles of Incorporation of Zulama, Inc. as in effect immediately prior to the Effective Time shall continue unchanged and shall become the Articles of Incorporation of the Surviving Corporation, and such Articles of Incorporation shall remain in full force and effect unless and until the same shall be subsequently amended, altered or repealed in accordance with applicable law.
- (b) Bylaws. The Bylaws of Zulama, Inc. as in effect immediately prior to the Effective Time shall continue unchanged and shall become the Bylaws of the Surviving Corporation, and such Bylaws shall remain in full force and effect unless and until the same shall be subsequently amended, altered or repealed in accordance with such Bylaws and applicable law.

- (c) Directors and Officers. The directors and officers of Zulama, Inc. immediately prior to the Effective Time shall be the initial directors and officers of the Surviving Corporation, each to hold office from the Effective Time until their respective successors are duly elected or appointed and qualified in the manner provided in the Bylaws of the Surviving Corporation or as otherwise provided by law, or until their earlier death, resignation or removal.
- (d) Effective Time. The parties hereto shall cause the Merger to be consummated by executing and filing a Statement of Merger (the "Statement of Merger") with the Department of State of the Commonwealth of Pennsylvania, in such form as is required by, and executed in accordance with the relevant provisions of, the PBCL. The Merger shall become effective at such date and time as is agreed between the parties and specified in the Statement of Merger, and such date and time is hereinafter referred to as the "Effective Time."
- (e) Effects of the Merger. The Merger shall have the effects set forth in Section 1929 of the PBCL. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all of the properties, rights, privileges, powers and franchises of Zulama, LLC and Zulama, Inc. shall vest in the Surviving Corporation, and all debts, liabilities and duties of Zulama, LLC and Zulama, Inc. shall become the debts, liabilities and duties of the Surviving Corporation.

Section 3. Conversion of Membership Interests. At the Effective Time, by virtue of the Merger and without any action on the part of the constituent entities, each membership interest (Unit) in Zulama, LLC outstanding immediately prior to the Effective Time shall automatically be converted to One (1) share of common stock of Zulama, Inc. The shares of Zulama, Inc. issued and outstanding immediately prior to the Effective Time, shall be unaffected by the Merger except to the extent that the percentage equity represented thereby shall be diluted by the conversion of membership interests.

Section 4. Termination. Notwithstanding approval of this Agreement and Plan by the shareholders of Zulama, Inc. and the members of Zulama, LLC, this Agreement and Plan may be terminated by the board of directors of Zulama, Inc. or by the managers of Zulama, LLC at any time prior to the Effective Time. In the event of the termination of this Agreement and Plan as set forth herein, this Agreement and Plan shall forthwith become void and have no effect, there shall be no liability on the part of Zulama, Inc. or Zulama, LLC or any of their respective directors, officers, shareholders, managers, members or affiliates to the other, and all rights and obligations of the parties hereto shall cease.

Section 5. Amendment. This Agreement and Plan may be amended by the parties hereto by action taken by their boards of directors or managers any time prior to the Effective Time; provided, however, that after approval of the Merger by the respective shareholders and members of Zulama, Inc. and Zulama, LLC, no amendment which under applicable law may not be made without the approval of the respective shareholders and members of Zulama, Inc. and Zulama, LLC may be made without such approval. No amendment of this Agreement and Plan shall be effective unless such amendment is set forth in a written instrument signed by the parties hereto.

IN WITNESS WHEREOF, each of the parties has caused this Agreement and Plan to be duly executed on its behalf as of the day and year first above written.

SURVIVING ENTITY:

Zulama, Inc.

By: 

Name: John R. Previs

Title: Sole Incorporator

MERGING ENTITY:

Zulama, LLC

By: 

Name: Nikki Navta

Title: Chief Executive Officer

#12774474-v1